EXHIBIT 2

From: [redacted]@mindspring.com
To: [redacted]google.com, [redacted]@google.com, [redacted]@google.com
Sent: Mon, 19 Jun 2006 12:04:09 -0400 (GMT-04:00)
Subject: Kewazinga Video on FTP Site & Updated Strategic Plan
Kewazinga_Google Introduction_Strategic Plan UPDATED (June 2006).pdf

Updated Strategic Plan

Following up on our earlier correspondence and emails, I wanted to give you an updated version of our Introduction and Strategic Plan. The revisions are based on further analysis of the strategic fit that we envision with regard to Navigable Telepresence and Google. In addition, we have begun having discussions with some of the major **telcos** that have established initiatives in the ITV space. These discussions, as well as parallel discussions with **operating software companies**, **networking device companies**, and **IPTV companies**, have been facilitated by a top-tier U.S. investment bank. Based on the ensuing discussions with some of these companies we also believe that there may be a secondary role that Google could play with regard to the development and deployment of Navigable Telepresence.

Video Available on FTP Site

In response to a number of requests, we have posted the Kewazinga video to our FTP site. The 4-minute video is available in Windows Media9, Real Video10 and QuickTime7 formats and can be accessed at:

www.kewazinga.com/kewazinga_video_formats/

Although the video is several years old and depicts our first generation proof-of-concept analog system in broadcast sports applications, it provides a glimpse of Navigable Telepresence using multiple video cameras. As discussed in the video and in the attached Introduction and Strategic Plan, the next generation system will be based on an Ethernet topology and thus allow wide and unobtrusive placement of cameras that are dramatically reduced in size â□□for both permanently installed and highly mobile systems.

Instructions

Left-clicking on your preferred format allows you to download the file and immediately launch your media player.

On the other hand, if you wish to save the video to your desktop, right click on the file and select the "Save Link Target As" option.

I look forward to following up with you at your convenience to discuss what role, if any, Google might play in Navigable Telepresence â□□the Future of ITV and IPTV.

Dave Worley
Kewazinga
[redacted]

kewazinga VISAGE-HD

The Future of ITV and IPTV: Navigable Telepresence

DAVID WORLEY
CHAIRMAN & CEO, KEWAZINGA CORP
[redacted]@kewazinga.com

June 20, 2006

To: Google

Following up on our earlier correspondence and emails, I wanted to give you an updated version of our Introduction and Strategic Plan. The revisions are based on further analysis of the strategic fit that we envision with regard to Navigable Telepresence and Google. In addition, we have begun having discussions with some of the major **telcos** that have established initiatives in the ITV space. These discussions, as well as parallel discussions with **operating software companies**, **networking device companies**, and **IPTV companies**, have been facilitated by a top-tier U.S. investment bank. Based on the ensuing discussions with some of these companies we also believe that there may be a secondary role that Google could play with regard to the development and deployment of Navigable Telepresence.

As you may recall, our patented and proven technology enables viewers to personalize their viewing experiences of live and recorded events by allowing them to visually "fly" or navigate through and around events as they are unfolding, independently of how other users are experiencing the content. Our technology provides the platform to transform any real world environment into a spatially navigable, non-linear video experience, giving users a game-play type experience within the context of real world events.

Strategic Fit – We believe that our proprietary telepresence technology can help Google to deliver a truly immersive and navigable video experience that will fundamentally redefine how people experience video content and explore the world. We can provide Google with a revolutionary on-the-ground extension for Google Earth and Google Maps that allows viewers to dynamically explore world environments as through they were physically there – presenting a formidable challenge to competitors while offering tremendous revenue potential.

Moreover, we can provide Google with the unique opportunity of an ownership stake in the content format itself. By adopting the Navigable Video platform, and licensing the proprietary capture and playback technology to third parties, Google can establish itself as the gatekeeper for Navigable Video content and thus generate multiple revenue streams from the creation of the content as well as its distribution.

Who We Are and What We Do – Kewazinga pioneered the concept of creating Navigable Video using multiple camera systems over 8 years ago. Kewazinga systems have been used repeatedly by NBC Sports, ABC Sports, ESPN, The Golf Channel, Nike and the U.S. Tennis Assn. in broadcast, Internet and marketing applications. From our inception, our technology was conceived and designed to offer a "deep telepresence" capability allowing any number of users to navigate through remote events in their own individual ways – or in collaboration with others.

Applications for our technology range from entertainment to advertising to personalized exploration of live and recorded events – including sports, concerts, theater, movies, news, shopping, communications, and revolutionary extensions to game architecture that can seamlessly converge elements of the real world with gaming environments. In the enterprise realm, Navigable Video has the ability to transform applications such as teleconferencing, e-business, remote medicine, training & distance learning, surveillance & security and industrial & scientific collaboration, to name just a few.

Navigable Video also provides the means for converging and leveraging existing technologies to create unique and diversified new services. For example, it will enable separated users to link their viewing paths and move spatially through remote events together in lockstep, using VoIP to discuss what they are seeing at any given moment. This facilitates new kinds of social interactions and shared real world experiences that could reshape the economics of live entertainment, sports, and cultural events. In fact, Navigable Video's path-control will enable many of the game-like controls and user-features that have to date been closed out from real world application.

We believe that our technology can dramatically advance Google's video initiatives and add enormous value to Google Earth and Google Maps. And, importantly, we envision our technology developing into the preeminent platform for interactive navigable telepresence, enabling real-world engagement and collaboration and ushering in a wave of consumer technology that will integrate home, office and mobile platforms.

I look forward to following up with you at your convenience to discuss what role, if any, Google might play in Navigable Telepresence – the Future of ITV and IPTV.

Warmest regards,

kewazinga | VISAGE-HD HIGH-DEFINITION SURROUND VIDEO™

The Future of ITV and IPTV: Navigable Telepresence

A Brief Introduction
to
Kewazinga
and its
Navigable Video Capture and Player System

Prepared for

Google™

June 2006

CONTACT – DAVID WORLEY, CHAIRMAN & CEO
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KEWAZINGA HAS REINVENTED VIDEO AND CREATED A NON-LINEAR NAVIGABLE VIDEO FORMAT THAT WILL BECOME THE DOMINANT TELEPRESENCE PLATFORM FOR IPTV AND INTERACTIVE TV

I. STRATEGIC FIT

Kewazinga's Patented Navigable Video Delivers:

- A deep navigable telepresence experience that allows users to visually fly through real-world environments
- A platform that provides new ways to monetize video, enable collaboration and reinvent advertising
- A proprietary new interactive content format with an expansive range of consumer and business applications
- A licensable video platform that will give rise to an ownership stake in the creation *and* distribution of content
- A revolutionary technology that can bridge and converge elements of the real-world with gaming environments
- A way to migrate existing communications tools into new diversified services and better user experiences
- A more effective way for advertisers to target, capture and communicate with consumers
- An immersive video platform that mirrors and parallels the exploratory capabilities of ITV and the Internet
- A highly disruptive technology capable of re-defining markets and existing competitive relationships

The Limitations of Linear Video in a Non-Linear World

Video, as we currently know it, is a linear content medium. It is a single, sequential stream of sounds and images that is limited to passive viewing and offers no potential for exploration. Linear Video can only provide an experience designed by someone else – and its two-dimensional depiction of the world lacks the depth, volume and space that is all around us. Viewers wanting to experience this highly constrained format must start at the beginning and travel through the Linear Video "pipeline" in order to get to the end of the content – which, not surprisingly, has little of no value unless it is viewed in its entirety.

Linear Video also forces a broadcast-type revenue model that obligates viewers to endure multiple commercial interruptions that frequently bear no relevance to their needs or interests. Interestingly, ads in this environment also suffer from the constraints of a linear medium – as they can only be viewed one-at-a-time, they are marginalized to only bookend or interrupt the content, and their multicast messages are precluded from targeting individual viewers.

The Internet, on the other hand, is fundamentally a non-linear distribution medium. It is an environment where users interactively navigate their own paths through information, media and advertising – without the constraints of time. The Internet has become the go-to information platform for the very reason that it provides a flexible non-linear architecture featuring relational embedded links that allow users to explore and assimilate multiple streams of data at the same time. As an environment based entirely on user-navigation, the Internet also provides the ability to dynamically track user interests in real time – allowing that data to be effectively used to improve viewer experience and deliver personalized ads for highly relevant products and services.

Linear Video on the Internet is an inflexible and underperforming content *and* advertising platform. It is a highly constrained format that lacks any of the navigational and exploratory capabilities that are the very cornerstone of Internet technology. Its closed architecture does not natively support embedded links and its linear delivery "pipeline" scheme serves as an impediment to both viewers and advertisers alike. Finally, Linear Video's principle attribute of being passively watched precludes its use for dynamically tracking viewer interest, offering little value to content distributors and advertisers who rely on those metrics to improve viewer experiences and deliver highly targeted ads.

Linear Video, as we currently know it, has nowhere to go except forward and reverse. Although we have naturally accepted its limitations, the simple fact is that Linear Video's architecture has more in common with radio – than it does with the Internet or Interactive TV. In fact, there's nothing inherently "Interactive" about Linear Video at all.

It comes as no surprise that Linear Video on the Internet has proven to be difficult to monetize – and, as consumer's expectations become more sophisticated, it will likely prove to be increasingly challenging to monetize on ITV. While there will always be applications for Linear Video, its inherent limitations preclude it from ever becoming the interactive video platform of tomorrow's ITV and Internet. Taken together, these issues suggest that as a singular imperative, Linear Video alone is a short-term target for modeling the future focus of an entire communications platform.

The Solution: Kewazinga's Navigable Video

Kewazinga has reinvented video and transformed it into a dimensional and navigable platform that allows viewers to visually fly through real world environments. Simply put, our patented and proven technology enables viewers to manipulate their viewing experience of live and recorded events by allowing them to literally "navigate" through and around events as they are unfolding, independently of how other users are experiencing the content. Navigable Video can transform any real world environment into a non-linear video, navigable telepresence experience, giving users a game-play type experience within the context of real world events.

Navigating Beyond Viewpoint Switching

Navigable Video is no small incremental improvement on Linear Video – it is a wholesale paradigm shift, where for the first time in history, control of a real-world visual medium will be handed off to individual viewers. In stark contrast to simple viewpoint switching capabilities, Navigable Video actually enables viewers to independently move throughout an environment as though they were physically at that location. This level of control eclipses and makes obsolete the notion that simply providing viewers with multiple camera angles represents the future of IPTV/ITV and telepresence. And, this fundamental shift will provide viewers with the ability to respond to real world actions and events – by allowing them to dynamically control their viewing experience, and thus making all types of content more personally engaging and meaningful.

Google Earth and Google Maps

Navigable Video will vastly extend the reach of Google Earth and Google Maps by providing an on-the-ground telepresence extension that allows viewers to dynamically explore world environments as through they were physically at that location. Miniaturized systems mounted on vehicles and boats will ply the streets and waterways of cities and locales, giving armchair travelers the ability to experience the sights and sounds of live or prerecorded environments as through they were there. Kewazinga's telepresence technology will allow users to actually move through and around environments, not just zoom in from a fixed position. This revolutionary capability will launch a world of revenue generating possibilities; including Search, Advertising, eCommerce and Social Collaboration. Navigable Video will equalize travel and world experiences for everyone - including disabled, disadvantaged and elderly populations that are unable to explore the world around them. From the earth's remote wildernesses to the world's largest cities and cultural centers, Kewazinga technology will demonstrate how knowledge is inextricably interlocked with observation and life experience.

Monetizing Content

Navigable Video's deep telepresence capabilities coincide perfectly with the explosive demand for active content and the push towards IPTV and ITV. Going beyond merely providing scrolling fantasy league stats below a passive view of a sporting event, Navigable Video will provide viewers of all types of content with the power to spatially navigate as though they were actually there. Navigable Video will provide viewers will the ability to follow and track a particular player or action in his or her own way, or to give them the ability analyze a "play" as many times as they want – and from any angle they want. Navigable Video will break free from Linear Video's "pipeline" constraints – because the viewer will literally be *in* the content. And with the viewer placed in the director's chair, Navigable Video content will become an experience that can be played over and over in infinitely different ways – transforming all types of content into multiple-play revenue generators.

Real-World Object Links

Navigable Video content will be filled with both real and virtual embedded objects featuring an underlying hyperlink and MRSS structure. You might think of it as a sort of TextLinks for video. These object-based hyperlinks will allow viewers to click on a wide assortment of objects in order to accomplish a variety of goals. Clicking on an object might cause an information window to pop up; it might launch a next-generation graphic-based search engine query; it might allow stadium seating to be purchased for a future event; and clicking on real or virtually embedded products or billboards might launch compelling multimedia advertisements that will allow viewers to learn more about products or services. Finally, when clicked, many of the objects will act as "bridges" into compelling navigable content and advertising.

Graphic-Based Search Engines

Navigable Video's ability to enable users to click and select real-world objects - as well as quantify their interests and behavior, will allow it to be used as a graphic-based input device extending the functionality of text-based search engine queries. At the very least, Navigable Video can serve as a starting point for Internet searches, driving substantial traffic to traditional text-based engines. However, it's not difficult to envision how entirely graphic-based searches using navigable video might one day constitute a significant portion of the search engine market.

Environmentally Embedded Advertising

Navigable Video will also redefine the marginalized role advertising has played since the inception of broadcasting. Navigable Video will push the boundaries of targeted advertising by delivering a unique variation of the explosive trend of "in-game" advertising – but it will do so in a real-world context. Real and dynamically embedded objects, products and billboards in Navigable Video will all be "clickable" and will launch advertising-sponsored search queries and compelling multimedia advertisements, including Navigable Video ads.

Advertising will no longer need to bookend or interrupt video, because the advertising will be literally *in* the content along with the viewer – all the time – as it is in our real world. Moreover, Navigable Video environments will support multiple simultaneous ads that are always available to deliver their messages – liberating advertising from the one-at-a-time constraints of traditional Linear Video, while dramatically increasing the revenue generated by ad placement.

Navigable Video's architecture will also provide non-invasive tracking of users; where they are, what they're watching, and how they're reacting to advertising – giving content distributors and advertisers ground-breaking tools to deliver richer experiences and more meaningful ads. Finally, Navigable Video will transform advertising from a passively viewed multicast message to an engaging interactive experience, customized and unicast to the individual.

Enabling Social Interactions

Navigable Video will offer the revolutionary capability of enabling geographically-separated users to link their viewing paths and move spatially through remote events together in lockstep – discussing what they are seeing at any given moment. Leveraging VoIP and videophone technologies, new kinds of social interactions and shared real-world experiences will be facilitated that will reshape the economics of live entertainment, sports, business and cultural events.

Navigable Video will also provide Google with a telepresence-based videoconferencing technology that will allow participants in remote locations to simultaneously and independently move around distant spaces as though they were physically at that location. This navigational capability will enable much more than just executive-level business collaboration. Navigable Video systems will be deployable in classrooms, hospitals and on factory floors. The value of navigable telepresence in the collaboration, training and education markets, for both live and prerecorded content, is inestimable. And, Navigable Video will extend and enhance the functionality of telepresence systems to the "critical analysis" industries, such as medical & healthcare, scientific & industrial and military & government.

Super-Charging Video Games

Navigable Video will propel digital games into an infinitely nuanced world filled with real actors in real environments. It will bring a real-world component to video games – replacing lackluster, repurposed linear feature film clips with fully navigable and immersive theatrical environments and "in-game" ads. This is the holy grail of interactive games – a hybrid realism enabling viewing paths that flow between 3D worlds and our actual physical world. Navigable Video will also provide developers with the tools to stage complex games within highly dynamic live environments, like Times Square, providing unparalleled levels of unique, spontaneous and real-time interventions.

Converging Technologies

In addition to VoIP and videophone convergence opportunities, wireless initiatives will allow Navigable Video to be played or streamed on a wide variety of mobile platforms, including voice, entertainment, gaming and productivity devices. Mobility initiatives will also allow live Navigable Video to be displayed on local amplification devices such as NASCAR's Nextel FanView, which is a wireless handheld device used by NASCAR fans at the race to view eight real-time video feeds in the comfort of their stadium seats. The applications for these types of converged devices are virtually unlimited and span the entire range of consumer, education and business markets.

Improving the Quality of Life

Navigable Video will provide the medical and healthcare industries with a powerful telepresence tool for remote patient observation and for facilitating the education of new life saving techniques and treatment modalities. From surgical training and product demonstration – to long distance consultation and diagnostic services, Navigable Video will bring a new dimension and understanding to processes that were formerly only possible in person.

The Google - Kewazinga Fit

Kewazinga can provide Google with a truly immersive and navigable video platform that will fundamentally redefine the concept of interactive video content and telepresence. Navigable Video is the next "Killer App". And, it is the natural next-step platform for interactive innovation, which will provide a vital springboard for integrating game-like user controls with real-world environments. It will forge new types of engaging and meaningful content, new ways of transacting business and serving customers, new methods of enabling group social interaction, and new ways of exploring the Internet.

Navigable Video will offer increased value to a broad range of Google assets including Google Earth, Google Maps, Search, Advertising, eCommerce and Social Collaboration. Navigable Video will also serve as a unifying technology, providing a platform for converging and leveraging those assets to create unique and diversified products and services.

Perhaps of greater significance, the adoption of Navigable Video by Google would establish it as the sole gatekeeper for Navigable Video. Kewazinga's Foundational Patents have a priority date of April 1998 and legally establish Kewazinga as the exclusive provider of multi-camera navigational video for single or multiple viewers in all functional markets and applications – and in any distribution format.

In addition to the enhancement of its own products and services, Google would be in a position to steer the development of Navigable Video and to extract licensing revenue from one or more of the following four separate channels of its deployment and use – in all markets and applications:

1. Click through payments generated from the embedded advertising links within Navigable Content
2. Content creation-based fees from the licensed producers of Navigable Video content
3. Usage-based licensing fees from the service operators and Internet entities that distribute the content
4. Hardware-based royalties from the sales of Navigable Video capture systems

Summary

Navigable Video is uniquely positioned to add immeasurable value to Google and its customers. Our proprietary telepresence technology will offer a formidable challenge to Google Earth and Google Map competitors -- and will transform those products into tremendous revenue generators.

As a broadly deployed interactive platform, the ownership of Navigable Video as a content format will generate multiple revenue streams from the licensing of content creation and content distribution in IPTV and ITV markets, as well as click through advertising payments. Navigable Video will also provide Google with the unique opportunity to license platform-agnostic versions of the technology to Web entities for Internet distribution and playback on standard PCs.

Navigable Video is an experience IPTV and ITV viewers can only dream of today. Once deployed, however, it will allow them to interact with all types of video content in ways they've never been able to before. The value of Navigable Video is huge in terms of revenue potential and enhanced viewer experience because Navigable Video will provide the platform for new and exciting places to go, new ways to get there, and extraordinary advertising and promotional opportunities that entertain and educate all along the way.

Navigable Video will capture, engage and retain the attention of viewers like no other technology. It will become the preeminent platform for interactive navigable telepresence over IPTV and ITV, enabling real-world engagement, entertainment and collaboration, and ushering in a wave of consumer and business technology that has direct application in the home, office and on mobile platforms.

II. REPRESENTATIVE APPLICATIONS

Video is our best remote connection to the real world. Yet, no one seems to realize that conventional Linear Video simply doesn't have anywhere to go except forward and reverse; it has absolutely no dynamic potential for viewer choice or lateral flow. Kewazinga's Navigable Video will differentiate and unlock the true potential value of video on the ITV and the Internet and will change the medium forever. Navigable Video's ability to provide paths for individualizing movement through live and recorded events will become the new common distribution platform for entertainment and information, and it will provide extremely robust revenue generation schemes in a unified, navigable environment. Kewazinga's fundamental technology allows viewers to revisit recorded events and dynamically reshape their viewing experiences over and over, extending the life of content, its entertainment value and its ability to generate income.

Advertising, Sales & Marketing efforts on the Internet have been limited to clickable links, static web pages, banner ads and repurposed video. Kewazinga's Navigable Video will provide the next generation interactive platform that will allow embedded advertising to exist within the content environment itself – so that it is not marginal or interstitial – but integral.

Navigable Video will offer advertisers revolutionary marketing tools that will track viewer interests and behavior – and provide a vastly superior medium to target, capture and hold their audiences. Advertising will no longer need to bookend or interrupt video, because it will be literally *in* the content along with the viewer – all the time – in much the same way it is in our real world. Moreover, Navigable Video will provide the architecture for multiple embedded ads to be simultaneously displayed, "always-on" and ready to deliver their messages, forever liberating advertising from the one-at-a-time constraints of traditional linear video, while dramatically increasing the revenue generated by ad placement.

Search Engines will offer new ways to explore the world when Kewazinga's Navigable Video enables users to select and click real-world objects in order to launch advertising-sponsored search queries. Navigable Video's principle attribute of distilling user location, interest and behavior will extend the functionality of traditional text-based search engines. At the very least, Navigable Video will serve as a starting point for Internet searches, substantially increasing traffic to traditional text-based engines. However, it's not difficult to envision how entirely graphic-based searches might one day capture a significant percentage of the search engine market.

Interactive TV is a concept that has been discussed for many years – but no one has delivered a truly interactive video experience. One thing is certain, it simply must offer more than just a player's "stats" during a sporting event. Any next generation media format will need to include a path for personalizing and enhancing viewer experiences. Specifically, it will need to provide the ability to respond to real-world actions and events, to dynamically control the viewing experience and to make it more personally engaging and meaningful. Navigable video **is** the next generation media revolution and Kewazinga technology will provide the interactive platform that will allow people to move through entertainment and information in much the same way that they move through life – allowing them to communicate, collaborate and transact from a shared perspective platform.

Game Development will undergo a radical change when Kewazinga's technology propels digital games into an infinitely nuanced world filled with real actors in real environments. This is the holy grail of interactive games – a hybrid realism enabling viewing paths that flow between 3D worlds and our actual physical world. Kewazinga's technology will replace the lackluster, repurposed linear feature film clips – with fully navigable and immersive "in-game" ads and environments. Kewazinga technology will also provide developers with the tools to stage complex games within highly dynamic live environments, like Times Square, providing unparalleled levels of unique, spontaneous and real-time interventions.

Teleconferencing & Collaborative Environments will be revolutionized through the adoption of Kewazinga technology that will allow participants to move in and around opposing environments as though they were there – rather than being tethered to a single wide-angle camera viewpoint. The ability to dynamically navigate through remotely located spaces, capturing the subtleties of interpersonal communication within collaborative groups, will provide users spread across the globe with a level of connection and intimacy that could otherwise only be achieved by being together in the same room.

Education, Training & Distance Learning industries will achieve new levels of effectiveness using Kewazinga systems that allow each user to individually explore complex physical relationships from multiple viewing perspectives. The ability to dynamically navigate in and around a subject, along with the simultaneous ability to jog forward and backward through time, will provide an intuitive comprehension of live and recorded demonstrations. Kewazinga technology will completely redefine the training and education programs used by academic institutions, corporations, medical & health facilities, sports clinics, government & military initiatives and manufacturing industries.

e-Business will be empowered by Kewazinga's technology that will allow businesses to work more efficiently with suppliers and partners to better satisfy the needs and expectations of their customers. The simplicity with which Navigable Video enables users to move around and through information and environments will provide deeper levels of engagement, comprehension and transactional effectiveness. Kewazinga's technology will completely revolutionize interactive e-Business, providing a rich set of enhanced tools that will vastly improve communication and strengthen relationships with partners and customers.

Sporting Events is a field-of-use that has already validated Kewazinga's technology. However, with navigational control being transitioned from the broadcaster to the viewer, the opportunities become unlimited. Whether at home – or at the stadium (using "local amplification" devices like NASCAR's Nextel FanView), Kewazinga's technology will provide viewers will the ability to follow and track a particular player or action in his or her own way, or to give them the ability analyze a "play" as many times as they want – and from any angle they want. This fundamental feature of Kewazinga's technology will offer inestimable entertainment and revenue-generation value.

Security, Surveillance, Military & Homeland Defense initiatives have become essential in a time of heightened vigilance. Kewazinga's technology provides dynamic fly-through navigation of complex live environments and offers a compact, easy to operate and integrated solution for critical monitoring applications. Using Kewazinga technology, an individual operator can navigate through dozens or hundreds of inter-linked cameras displayed on a single monitor, bringing coherence and situation awareness to complex surveillance domains. Of equal importance is the technology's core capability to record navigable captures of entire environments for forensic review, so that separate events can be critically compared from simultaneous multiple viewpoints.

Theater, Concerts and Dance will be transformed into completely navigable spectacles that can be experienced by global audiences using Kewazinga technology. Remote users will be able to unobtrusively move in and around the audience, stage and backstage areas – experiencing unique and dimensional performances with a level of intimacy that actually exceeds that of the physical attendees. Kewazinga technology will allow live and recorded performances to be explored independently, or coordinated by a showmaster or "director bot". And the recorded events can be experienced over and over in infinitely different ways, extending the life and entertainment value of the content, as well as providing a sustainable platform for revenue generation.

Scientific, Industrial & Manufacturing industries have long-used augmented reality systems for maintenance, testing, installation and repair of mechanical or electromechanical equipment. Navigable Video has immediate application in this field-of-use by offering the missing dimension of navigable real-world video to complement and enhance virtual reality systems. Augmented-reality technologies that use Kewazinga's technology to merge real-world navigable objects with computer-generated navigable virtual objects will clarify and contextualize complex physical relationships and empower enterprises to facilitate and improve all manner of processes.

Museums, Zoos & Aquariums and other great institutions of culture and education will use Kewazinga's technology to allow viewers to explore their assets 24/7 from anywhere in the world, vastly expanding access and creating intimate relationships that encourage and promote learning and appreciation. Using avatars, messaging, VoIP and videophone technologies, viewers traveling along similar perspective paths within these environments will be able to "link" and "group" with other users, enabling intercommunication, experience sharing and spontaneous interactions. Besides its ability to expand the reach of many cultural resources, Navigable Video will bring new audiences and enable higher- level subscription fees based on anytime-anywhere, personalized interactive experiences.

Internet Navigation is currently not spatially transparent. It is a clickable slide show of static web pages and repurposed linear video. The real promise of the Internet rests in large measure on how it can become a platform for architectures that will allow us to appreciate the world in a more fluid, exploratory way. Navigable Video is the architecture that will transform Internet Navigation from a click-through slide show – to a visually navigable continuum that allows people to move through information and events, encouraging them to lock their viewing paths together to share the experiences and the data they are moving through, and engaging them in more exploratory, collaborative, and transactional experiences.

III. BACKGROUND

Kewazinga – Who We Are

In early 1998, Kewazinga Corp. was formed to develop and deploy the technology of navigable multi-camera video. Navigable video enables the creation and distribution of non-linear, game-like video experiences in which the end user is empowered with video navigation tools embedded in a video navigation Player. (While we have occasionally used the brand name, Visage HD, our patents, website and existing web content use the Kewazinga company name.)

This type of Player enables viewers to personalize their own viewing experiences of real-world events by allowing them to guide their own viewing/navigation paths with respect to an unfolding event. It also allows the end-user to vary his or her own perspective path independently of how other end-users are viewing the same event, and independently of any previous viewing experience. In addition, this allows multiple users simultaneously and independently to guide their own individual perspective paths fluidly around and through live events – as the action is unfolding. It is a participatory, dimensional experience (both spatially and temporally) that is more akin to game-play than the passive and linear conventions of broadcast television.

Past accomplishments and experience of team with multi-camera video and playback

Kewazinga's technology was first used in broadcast television by ESPN to create viewpoints of the 2001 Summer X-Games that could not be created in any other way. NBC Sports, ABC Sports and the Golf Channel followed. Even in the linear world of broadcast television the technology thrived.

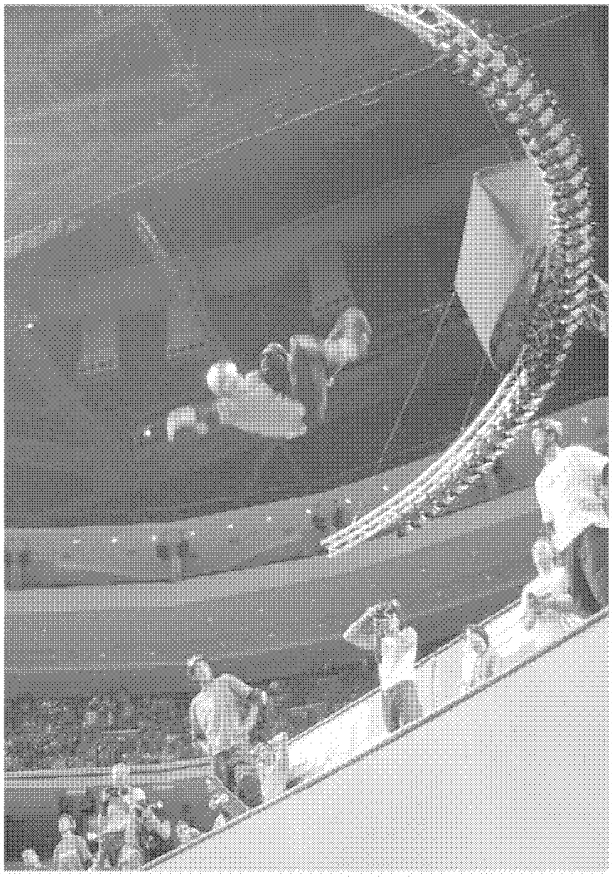
From 2001 to 2003 we successfully produced content for NBC Sports, ABC Sports, ESPN (http://expn.go.com/xgames/wxg/2002/archive/axis/index.html#), the Golf Channel, the U.S. Tennis Assn. (http://www.usta.com/lessons/lessons.html) and Nike (among others) in various sports including golf, X-Games, NHL Hockey and basketball. We also successfully produced Major League Baseball content, and had discussions in connection with other sports organizations such as the Olympics, Major League Baseball and the NBA. Our content aired in the U.K. and Japan, as well as throughout the U.S., and it continues to be used on the Web today. (Please note that the above links use primitive versions of the Kewazinga user interface.)

The legacy system that we employed to produce those events used off-the-shelf, oversized components. As a result of the physical footprint it addressed only a small subset of its potential, yet it won accolades from both NBC and ESPN for two consecutive years in connection with a number of high-profile events such as the US OPEN Golf Tournament (branded "Swing View") and the Summer and Winter X Games (branded "Axis") for sports analysis applications.

As a result of our commercially successful productions during that period, as well as our product development in the three years prior to our commercial launch, we gained invaluable insight into producing and distributing Navigable Video. While those five years of experience with navigable video were admittedly dealing with an over-sized analog system, the collection of experiences and results in connection with testing and production in the studio, and in remote indoor and remote outdoor environments, have provided a series of practical experiences from which to draw upon as the next generation of digital navigable video systems are developed and deployed.

kewazinga

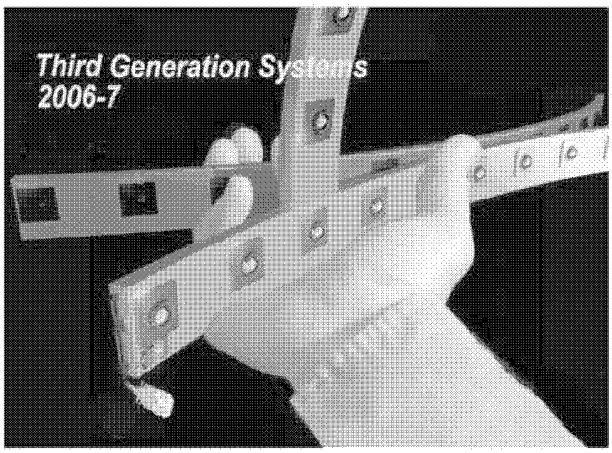
VISAGE-HD
HIGH-DEFINITION SURROUND VIDEO™

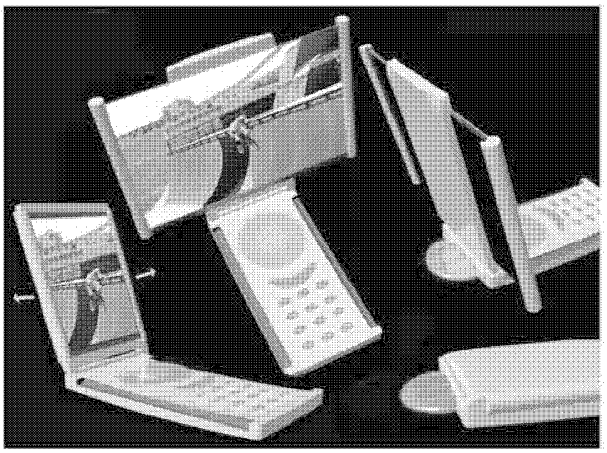


Visage-HD's proof of concept system @ The Summer X Games, 2001

While Kewazinga's prototype system protruded from the end of a crane (left), future systems will fit in the hand (concept board below, left) and weave unobtrusively through all kinds of spaces, allowing viewers at home or, perhaps, from expandable-screen MIMO cell phones (concept board below), to create their own visual pathways through the action, at their own pace, and in their own ways.

The rapid transformation of the digital media marketplace is setting the stage for the next level of experience, which will put the viewer in the driver's seat to spatially navigate through live events.





Kewazinga Corp ©2006

Content will follow, and "priming the pump" will speed the process

As the distribution and delivery side of the equation is being put in place, the production side will follow. In this regard it is important to note that producing navigable video requires the creation of original content using a multi-camera capture and processing system. Over the years, Kewazinga has met with numerous content owners, producers and providers who would readily create (or participate in the creation of) navigable video content once a viable distribution market is in place.

In order to accelerate this process, and the revenues that will flow from Navigable Video distribution and playback, Kewazinga proposes to work with a number of producers of content in order to create Navigable Video content – and more importantly to provide third party content sources with the tools and know-how to create Navigable Video content. There are several examples of high-profile companies and organizations that we feel confident would eagerly participate. Once third-party content sources have been enabled (legally and technologically) with the ability to produce Navigable Video content, this type of content is expected to grow rapidly throughout the markets discussed above, paving the way for easy to use consumer-ready systems down the line.

Opportunity to control the content and/or to enter into joint ventures with content producers

Because the Kewazinga Patents cover both the Player aspect of Navigable Video, as well and the capture and processing of Navigable Video, the Partner would be in a position to participate in the creation of the Navigable Video content even after the "pump priming" stage has been completed. In other words, third-party content creators would not have the legal right to create Navigable Video without a license from Kewazinga and its Partner. While philosophically, the Partner may not want to be involved in the creation side of the content business on an over-all scale (or at all), it may want to selectively choose to participate in some way (creatively and/or economically) in the creation of Navigable Video content in selected markets – e.g., game play or communications, by entering into joint ventures with key content sources in the selected field(s).

Upgrade to HD and content production rollout

In order to get the production side of the business back up and running, a research-development-content production studio will need to be established. This will allow Kewazinga to carry out its planned upgrade of the technology to an Ethernet topology that is capable of capture and playback in the digital realm. The transition to high definition will allow us to deploy high-resolution video on high bandwidth segments – as well as incorporate a number of important features that will enhance video capture, processing and viewer zooming capabilities.

The digitalization of the technology will also enable a dramatic miniaturization of the system footprints so that our camera arrays can be deployed as inexpensive, snap-together components that can make special events, and eventually the world at large, accessible to personalized spatial exploration. This localized camera-to-camera navigation, broadly protected by our patents, is absolutely the simplest, least processing-intensive way of achieving spatial viewing-path flow through live events. At the other end of the spectrum, digitalization will enable large-scale permanent installations into venues such as arenas, amphitheaters and stadiums.

We envision revenues commencing within the first 12 months, with a 3-year period for the creation of a fully-developed Navigable Video ecosystem. The ecosystem will have 2 separate but related parts – a "camera system" side and a "content distribution and playback" side. Once a commercialize-able digital multi-camera system has been developed, the camera system side of the Navigable Video ecosystem can be placed in the hands of one or more entities that will be responsible for growing the camera system deployment side of the business. This could be accomplished through a separate division or subsidiary of Google, through a joint venture, or through a purely contractual licensing relationship with an independent third party. The initial systems will include professionally-operated systems installed in production studios ("Permanent Studio Systems"), mobile remote systems operated by production companies ("Portable Systems"), and permanent remote systems installed in such venues as arenas, stadiums, amphitheaters and other places of interest and exploration ("Permanent Venue Systems").

On the content distribution and playback side of the ecosystem, the creation, distribution and playback of Navigable Video content would be under the control of Google by means of direct and indirect licensing arrangements with Navigable Video content owners, producers, distributors, advertisers and viewers – with revenue taking the form of hardware, software and usage licensing fees, advertising sponsorships, web hosting fees, subscription fees and pay-per-view fees. Distribution forms will include streaming and downloaded video on ITV, the Internet and closed network segments – as well as optical and magnetic discs, and portable solid-state memory devices.

IV. KEWAZINGA PATENTS

Scope of the patented methods and systems

As discussed below, the Kewazinga patents cover both methods of and systems for the capture, processing and playback of navigable multi-camera video that was captured using a series of video cameras that provide progressively different perspectives of their subject matter.

In reviewing the patents and their scope it is important to keep in mind that the legacy system (2001 – 2003) and legacy Players (2001 – present) define neither (i) the scope or performance of the technology, nor (ii) the scope of the patents. Because the patents are method and system patents they cover future embodiments that offer the same basic functionality of navigable multi-camera video as the legacy system and Players, but with improved features and performance.

So for example, the upgrade of our system to a digital format, and the corresponding increase in performance and ease of use, will still be protected by our patents. And any future related claims will be afforded priority back to the original filing of our Foundational Patent in April 1998.

Kewazinga Patents – position enables additional claims with priority date of April 2, 1998

Kewazinga is the exclusive owner of two watershed patents relating to multiple camera arrays issued by the U.S. Patent and Trademark Office (PTO). Both of these patents relate to the use of multiple video camera array systems that allow navigation through and about progressively different perspectives of an event, scene or other "environment". With the issuance of the patents Kewazinga has legally established itself as the exclusive provider of these types of camera array viewing systems in all functional markets and applications.

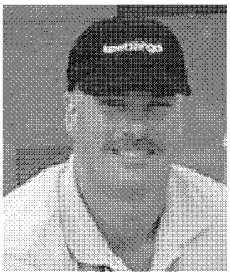
In addition, the patent positions permit the filing of additional claims related to multi-camera video that have priority back to the original filing date of the Foundational Patent – April 2, 1998. In fact, recently the PTO allowed an application that was filed in 2002, with priority dating back to the filing date of the Foundational Patent application. This constitutes at least the third time that the PTO has investigated and reviewed the relevant prior art and found all of Kewazinga's claims to be patentable.

The patents cover systems and methods of capturing, processing and playback of video using multiple cameras in a way that allows one or more viewers or operators independently to navigate through and about the scene by changing perspective from camera to camera. Kewazinga's patents cover systems that allow navigation using the cameras' original video only, as well as system enhancements that allow for virtual views to be computed and derived from multiple cameras in order to enhance transitions from camera-to-camera.

Kewazinga's foundational patent is entitled A NAVIGABLE TELEPRESENCE METHOD AND SYSTEM UTILIZING AN ARRAY OF CAMERAS. All 119 claims in the Foundational Patent application were approved by the PTO, and the Foundational Patent issued in March 2003. The Foundational Patent allows one or more viewers or operators to navigate through and about the scene by changing perspective from camera to camera – whether the video is being viewed on a live or a recorded basis. The patent covers systems and methods of navigation using the cameras' original video – whether or not enhancements to smooth the transition from camera to camera are used.

Kewazinga's Tweening Patent issued in February 2003. It is directed to camera array systems where tweening, mosaicing or other smoothing technique is used to provide a smooth transition from one "real" camera to the next. By way of example, the Tweening Patent covers systems and methods for seamless navigation through an array of cameras by providing "virtual" camera positions in-between each pair of adjacent real cameras. The benefits of tweening include a seamless glide-transition from camera to camera, as well as a reduction in the number of cameras needed for certain applications.

V. EXECUTIVE MANAGEMENT

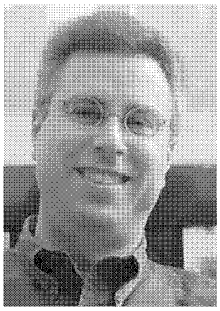


David Worley, Chairman & CEO – Hedge Fund Complex Manager; Former SEC Attorney and Wall Street Derivatives Manager.

David is currently Senior Director and head of Marketing and Client Services with Guggenheim Alternative Asset Management Group, a hedge fund complex based in New York City. He is a member of the CFA Institute and the New York Society of Security Analysts, and has been certified as a Financial Risk Manager by the Global Association of Risk Professionals. Prior to co-founding Kewazinga, David spent 5 years in New York City and Greenwich, CT., structuring and marketing equity derivative products for public corporations and wealthy individuals with Kidder, Peabody and NatWest Securities (the U.S. investment banking arm of National Westminster Bank, Plc.). David began his professional career as an attorney for the Securities and Exchange Commission in Washington, D.C., and spent 10 years as a corporate and securities attorney in private practice with Jones, Day, Reavis & Pogue in Los Angeles and Cadwalader, Wickersham & Taft in New York City, and in Kidder, Peabody's legal department—in addition to the government. David was also a major investor in, and consultant to, The Zone Network, which operated mountainzone.com, an Internet-based commerce and information network serving the various year-round mountain sports and activities communities (acquired by Quokka Sports in March 2000), and participated in the seed funding of Phototrust.com.

Andy Weber, Vice Chairman & Director of New Technologies - Former TV Commercial Producer. Original Inventor of our Navigable Video System.

Prior to originating the concept that led to our Navigable Video system and co-founding Kewazinga, Andy was a Senior Producer for Lowe & Partners in New York for 9 years, overseeing production on hundreds of national commercials for clients like Coca Cola USA, Coca Cola Foods, Braun, Citibank, Prudential, Johnson & Johnson, Xerox, Gillette, and Nabisco. Early in his career he produced commercials for BBDO for The Wall Street Journal, Black & Decker, DuPont, GE, Tupperware, Breck, Gillette, and others. Andy has over 20 years of film (commercial, documentary, feature) production experience as a TV commercial producer, filmmaker, and creative consultant with broad experience in computer graphics imaging (CGI), animation, special effects, and emerging production and imaging technologies.



Lenny Smalheiser, Vice Chairman & President – Former Senior Film Editor and co-Founder/Managing Director of Film, Video and Internet Companies.

Prior to joining Kewazinga, Len was the co-founder, and served as Managing and Technical director, of several high-profile motion picture, video and Internet companies in New York City including The Big Picture, which was acquired by IPL-VSC-Liberty Livewire in 1995. A seasoned and award-winning film editor with extensive experience in the area of complex visual effects and technical executions, Len successfully guided and shaped a wide variety of projects for a broad range of Fortune 500 clients including Coca-Cola, Sprint, Heineken, SAP, Oxford Health, MCI, Texaco, Verizon and Saturday Night Live. In addition to his role as founding partner and managing director of The Big Picture, Station One Video, Highway Interactive, Big Picture Communications and Cabana Corp., Len served as the technical architect responsible for design and implementation of an expanding complex of digital editing suites, recording, mixing and graphic content creation studios.